

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Sino Gas & Energy Holdings Limited
ABN	16 124 242 422

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Glenn Corrie
Date of last notice	2 January 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	N/A
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	N/A
No. of securities held prior to change	N/A
Class	N/A
Number acquired	N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	N/A
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

+ See chapter 19 for defined terms.

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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Executive Services Agreement between Mr Corrie and Sino Gas & Energy Holdings Limited, pursuant to which Mr Corrie is eligible (as announced on 16 July 2014) to participate in a STI scheme under which Mr Corrie may be eligible to receive a short term incentive (STI) of up to 80% of his base salary, subject to satisfaction of agreed performance hurdles. Mr Corrie may elect to receive the STI payment either entirely as deferred shares or 50% as deferred shares and 50% as an immediate monetary payment.
Nature of interest	Mr Corrie has been awarded an STI payment for the 2014 period and has elected to receive his 2014 STI payment entirely as deferred shares, subject to shareholder approval. The number of shares Mr Corrie is entitled to is calculated based on the 5 day volume weighted average price for the Company's shares for the period immediately prior to 31 December 2014. The issue of the shares to Mr Corrie will be deferred to after 31 December 2015 (being 12 months from the date Mr Corrie became entitled to the STI payment). If Mr Corrie terminates his executive services agreement for any reason prior to 31 December 2015, the number of shares to be issued will be pro-rated based on the number of days elapsed between 31 December 2014 and 31 December 2015 as at the date of cessation of employment. If the Company terminates the executive services agreement for any reason, Mr Corrie's entitlement to Shares will not change.
Name of registered holder (if issued securities)	N/A
Date of change	24 March 2015
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	695,345 shares (the issue of which is deferred to after 31 December 2015 and remains subject to shareholder approval).
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Shares will be issued in lieu of STI cash payment of US\$106,080 (AU\$129,334)
Interest after change	7,100,000 Performance Rights; 695,345 shares (deferred as above)

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.